

OGC Has Reviewed March 1973

MEMORANDUM FOR: DD/Pers/SP

SUBJECT : Amendment to GEHA Bylaws for Election of Directors

1. Herewith the proposed language to revise the GEHA bylaws in line with the action of the Board of Directors at the February meeting. The revision would (a) take care of the present situation in which Directors were not elected at the January meeting as currently required; (b) accommodate the situation if on another occasion elections are not held on schedule; (c) specify the terms of Directors and provide for the election of their successors in the event of vacancies; (d) accommodate the situation with respect to membership on the Board if a CIA Directorate is renamed, reorganized or abolished; and (e) tidy up the language and concept in several areas, in particular, the term of the Chairman and the matter of a quorum.

2. I suggest also that the draft minutes of the February meeting be revised slightly; specifically, I would modify the first full paragraph on page 2 substantially as follows:

After a lengthy discussion, [REDACTED] moved that the bylaws not be amended to provide for the appointment of GEHA Directors by CIA officials. They would be amended to provide for election of Directors to serve two-year terms and to make provision for our current situation in which elections were not held at the 1973 annual meeting.

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[REDACTED] seconded the motion, which was unanimously approved. At the suggestion of [REDACTED] the bylaws will also be amended to bring them up to date, that is, correct the titles of the Agency's directorates. (See attached revisions.)

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3. Our proposed amendments concern only the portion of the current bylaws concerning the election, terms, etc. of the Directors, that is, Article V. We will study the bylaws to see if updating of other portions also is in order.

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OGC:RHL: sin

Original - Addressee w/att

1 - OGC Subj: INSURANCE w/att

1 - RHL signer

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ARTICLE V

Board of Directors

Section 1.

The Board of Directors shall consist of nine (9) members, who shall be members of the Association and staff employees of the Central Intelligence Agency assigned to Headquarters. Two (2) Directors shall be employees assigned to each of the four Directorates of the Agency and one (1) shall be an employee assigned to the Office of the Director.

Section 2.

A. The Directors shall be elected at the annual meeting of the Association held in the odd number years. But if any such annual meeting shall fail to so elect Directors, the election shall be held at a subsequent special meeting, or by written ballot without convening a meeting, as the Directors may determine. Any such election shall be held prior to the next annual meeting.

B. At least three months prior to the date of the annual meeting to be held in each odd numbered year, the Board of Directors shall appoint a Nominating Committee of at least three members of the Association. Within thirty (30) days, the Nominating Committee shall nominate at least two persons for each Directorship, and shall forward a list of its nominees to the Secretary

of the Association. At least one month prior to the date of that annual meeting, the Secretary shall publish to the members assigned to Headquarters the list of nominees and shall make ballots available to such members. Such members may cast written votes for their choices among the nominees, and forward their executed ballots to the Secretary. All such ballots received at least four (4) days prior to the annual meeting shall be deemed cast at the annual meeting. Such votes, together with those actually cast at the annual meeting, shall be counted, and the results of the election announced.

C. In the case of election other than by an annual meeting, the procedures prescribed at paragraph B. of this Section shall apply, except as follows:

i. The time periods may be shortened as the Board of Directors may determine.

ii. In the case of an election by written ballot without an annual or special meeting, executed ballots received by the Secretary within thirty (30) days of the date of publication shall be counted by the Secretary within five (5) days and the results of the election promptly announced.

Section 3.

A. Persons elected to be Directors shall take office as of the first day of the first month following the date of their election and shall serve for two (2) years; but Directors elected at a meeting or election other than an annual meeting shall serve only until the first day of the first month

following the next annual meeting held in an odd number year. Notwithstanding the foregoing, Directors shall serve until their successors are elected and take office. Directors shall serve without compensation.

B. When a vacancy on the Board occurs, by resignation, death, termination of employment, or otherwise, the vacancy shall be filled by vote of the remaining Directors, subject to Section 1 of this Article. A Director thus elected shall serve the unexpired portion of his predecessor's term.

C. If the CIA Directorate to which a GEHA Director is assigned is renamed, reorganized or abolished at any time before or after the election of that Director, he nevertheless shall serve until the first day of the first month following the next annual meeting held in an odd number year.

Section 4.

A. At the first meeting of a newly elected Board of Directors, the members shall elect a Chairman, who shall serve until the first Directors meeting following the next election of Directors. When the Chairmanship becomes vacant by resignation, death, termination of employment, or otherwise, the Directors shall elect a new Chairman who shall serve the unexpired portion of his predecessor's term. In the absence of the Chairman at any meeting, the Directors shall elect from those present a Chairman pro temporary for that meeting.

B. A quorum shall consist of five (5) members. The term "members" includes the Chairman.